
CAPTAIN MARVEL
MARVEL
002
FAZEKAS
BUTTERS
ANKA
WILSON


CAPTAIN MARVEL
MARVEL
002
VARIANT EDITION
RATED T+
$3.99US
DIRECT EDITION
MARVEL.COM


MARVEL
02 VARIANT EDITION
captain
MARVEL
RATED T+
$3.99US
DIRECT EDITION
MARVEL.COM

WHEN FORMER U.S. AIR FORCE PILOT CAROL DANVERS WAS CAUGHT IN THE EXPLOSION OF AN ALIEN DEVICE, SHE WAS IMBUED WITH SUPERHUMAN POWERS. AS AN AVENGER SHE USED HER GIFTS TO PROTECT THE PLANET. NOW A NEW CHAPTER AWAITS, YET SHE IS AND ALWAYS WILL BE EARTH'S MIGHTEST HERO. SHE IS..

CAPTAIN MARVEL

IN "RISE OF THE ALPHA FLIGHT" PART TWO

CAROL DANVERS' RECENT APPOINTMENT TO COMMANDER OF THE ALPHA FLIGHT SPACE STATION SEEMED TO BE LITTLE MORE THAN A GLORIFIED DESK JOB UNTIL A MYSTERIOUS ALIEN VESSEL BEARING THE HALA STAR ENTERED PROTECTED EARTH SPACE.

NOW, WITH THE HELP OF ALPHA FLIGHT'S ELITE MEMBERS—AURORA, SASQUATCH, PUCK, AND THE EVER EXCITED WENDY KAWASAKI—CAPTAIN MARVEL MUST INVESTIGATE THE GHOST SHIP TO DISCOVER WHETHER ITS OWNERS ARE FRIENDS OR FOES..

MICHELE FAZEKAS & TARA BUTTERS
WRITERS

KRIS ANKA
ARTIST

MATTHEW WILSON
COLOR ARTIST

VC'S JOE CARAMAGNA
LETTERER

KRIS ANKA
COVER

PHIL JIMENEZ & MARTE GRACIA; MICHAEL CHO
VARIANT COVERS

CHARLES BEACHAM
ASSISTANT EDITOR

SANA AMANAT
EDITOR

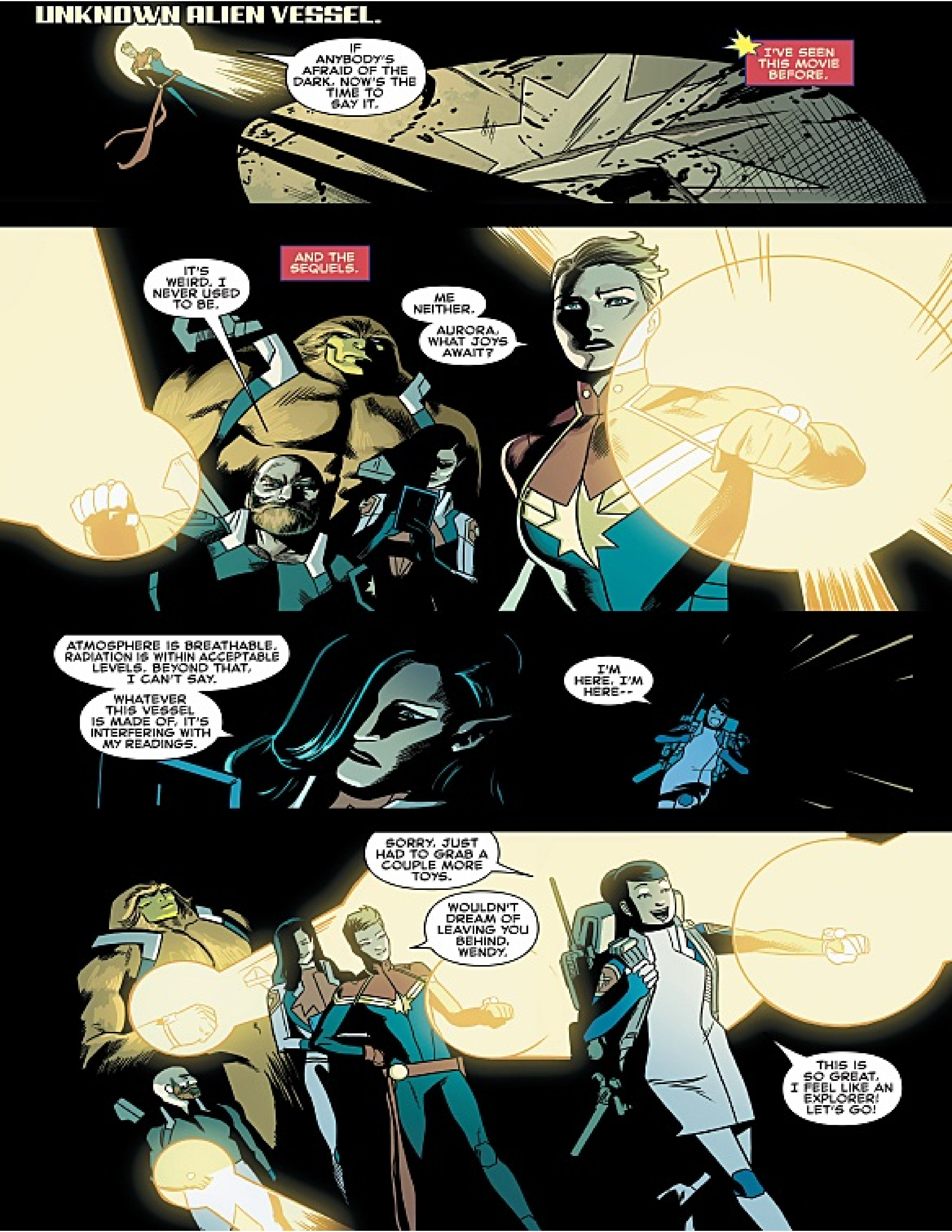
AXEL ALONSO
EDITOR IN CHIEF

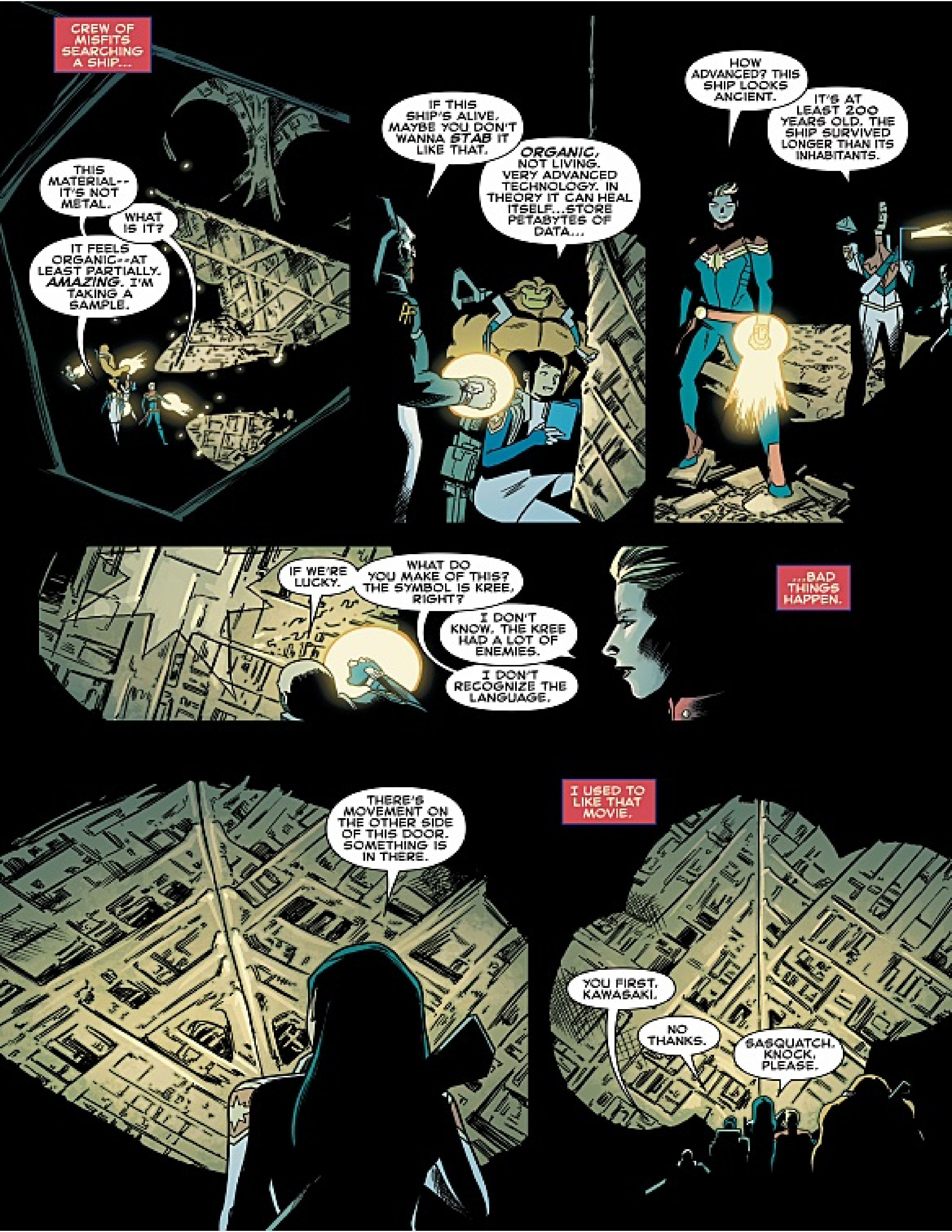
JOE QUESADA
CHIEF CREATIVE OFFICER

DAN BUCKLEY
PUBLISHER

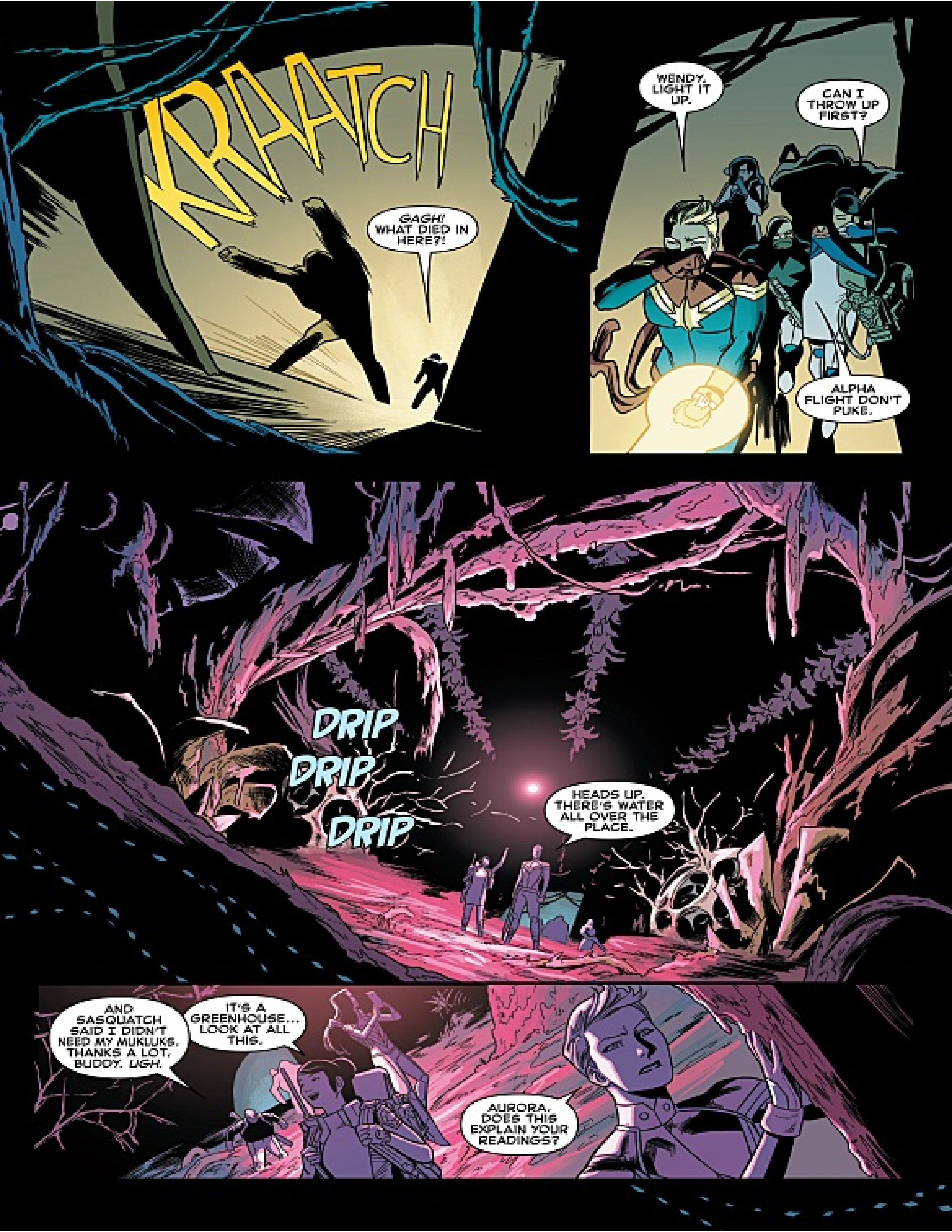
ALAN FINE
EXECUTIVE PRODUCER

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM


UNKNOWN ALIEN VESSEL.
IF ANYBODY'S AFRAID OF THE DARK, NOW'S THE TIME TO SAY IT.
I'VE SEEN THIS MOVIE BEFORE.
AND THE SEQUELS.
IT'S WEIRD. I NEVER USED TO BE.
ME NEITHER.
AURORA, WHAT JOYS AWAIT?
ATMOSPHERE IS BREATHABLE. RADIATION IS WITHIN ACCEPTABLE LEVELS. BEYOND THAT, I CAN'T SAY.
WHATEVER THIS VESSEL IS MADE OF, IT'S INTERFERING WITH MY READINGS.
I'M HERE, I'M HERE--
SORRY, JUST HAD TO GRAB A COUPLE MORE TOYS.
WOULDN'T DREAM OF LEAVING YOU BEHIND, WENDY.
THIS IS SO GREAT. I FEEL LIKE AN EXPLORER! LET'S GO!

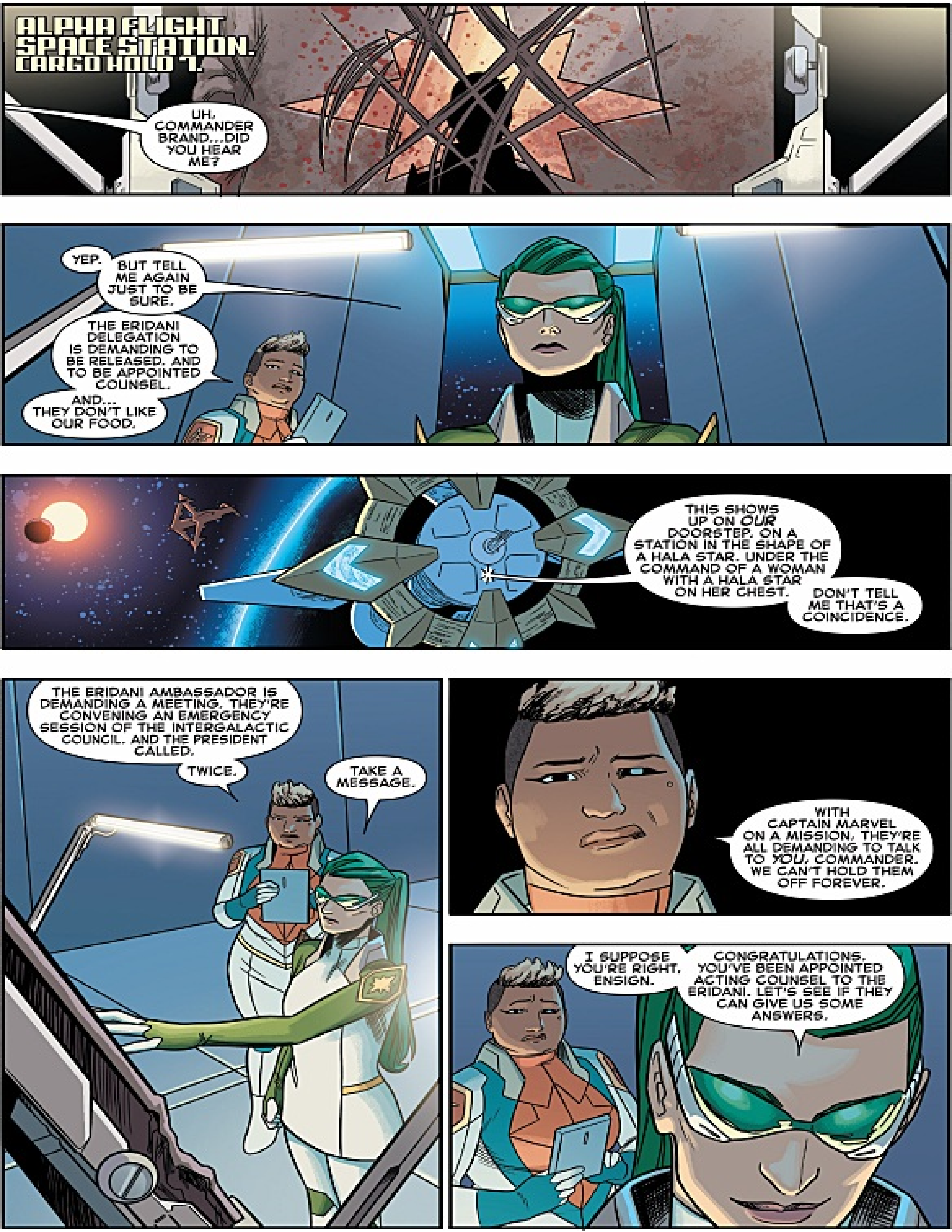


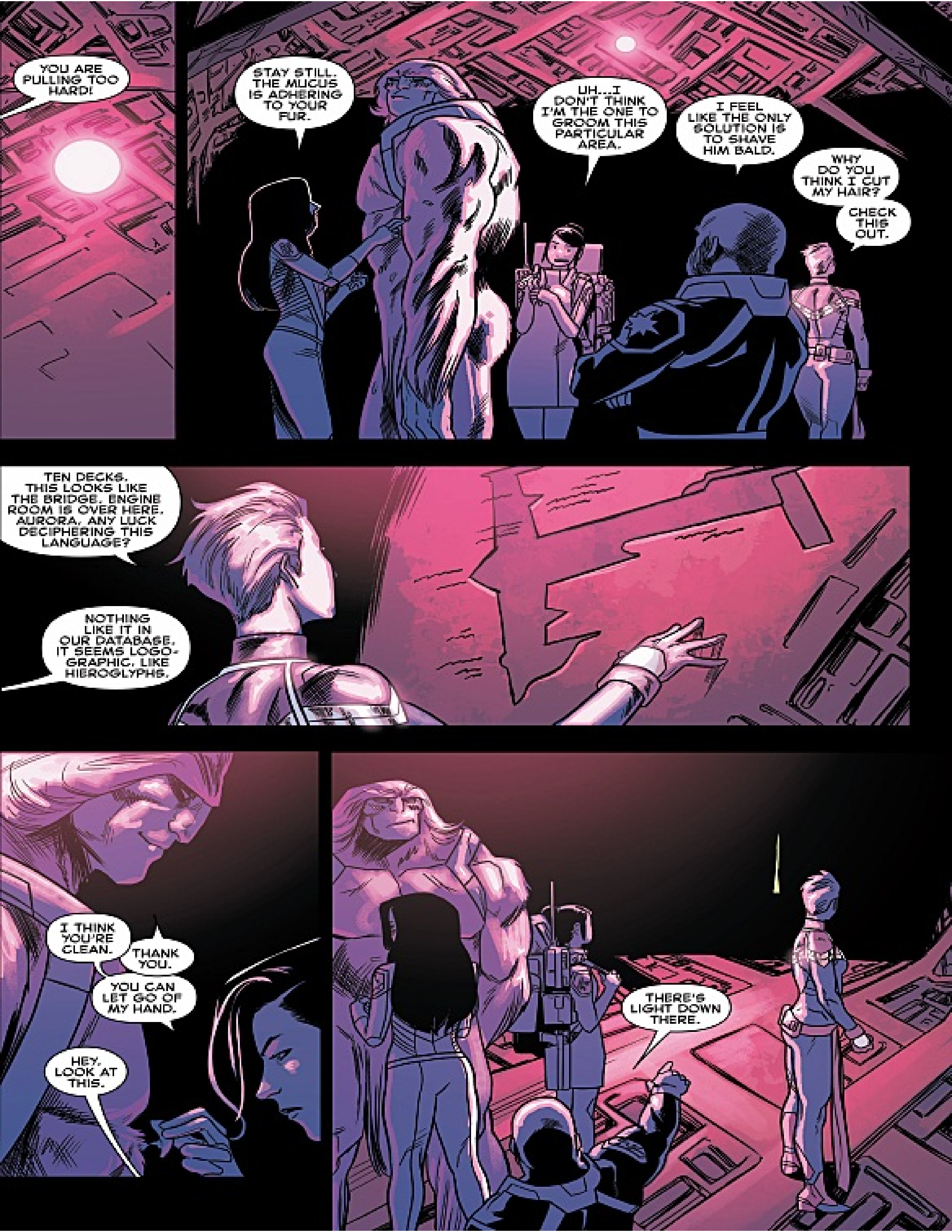
CREW OF MISFITS SEARCHING A SHIP...
THIS MATERIAL-- IT'S NOT METAL.
WHAT IS IT?
IT FEELS ORGANIC--AT LEAST PARTIALLY. AMAZING. I'M TAKING A SAMPLE.
IF THIS SHIP'S ALIVE, MAYBE YOU DON'T WANNA STAB IT LIKE THAT.
ORGANIC, NOT LIVING. VERY ADVANCED TECHNOLOGY. IN THEORY IT CAN HEAL ITSELF...STORE PETABYTES OF DATA...
HOW ADVANCED? THIS SHIP LOOKS ANCIENT.
IT'S AT LEAST 200 YEARS OLD. THE SHIP SURVIVED LONGER THAN ITS INHABITANTS.
WHAT DO YOU MAKE OF THIS? THE SYMBOL IS KREE, RIGHT?
I DON'T KNOW. THE KREE HAD A LOT OF ENEMIES.
I DON'T RECOGNIZE THE LANGUAGE.
IF WE'RE LUCKY.
...BAD THINGS HAPPEN.
THERE'S MOVEMENT ON THE OTHER SIDE OF THIS DOOR. SOMETHING IS IN THERE.
I USED TO LIKE THAT MOVIE.
YOU FIRST, KAWASAKI.
NO THANKS.
SASQUATCH. KNOCK, PLEASE.


KRAATCH
GAGH! WHAT DIED IN HERE?!
WENDY. LIGHT IT UP.
CAN I THROW UP FIRST?
ALPHA FLIGHT DON'T PUKE.
DRIP
DRIP
DRIP
HEADS UP. THERE'S WATER ALL OVER THE PLACE.
AND SASQUATCH SAID I DIDN'T NEED MY MUKLUKS. THANKS A LOT, BUDDY. UGH.
IT'S A GREENHOUSE... LOOK AT ALL THIS.
AURORA, DOES THIS EXPLAIN YOUR READINGS?


NO. I'M STILL DETECTING *MOVEMENT*. I CAN'T GET A BEAD ON IT.
SPLASH!
I'M GONNA GO AHEAD AND TAKE BACK THAT "ALPHA FLIGHT DON'T PUKE" THING.
IT SEEMS TO BE ALL AROUND US... I DON'T UNDERSTAND.
I SUGGEST WE REGROUP ELSEWHERE BEFORE FINDING OUT--
WHAT IS THAT?
SASQUATCH... *MOVE*.
EVERYBODY MOVE!
YUP.
WHAT IS--OH MY GOD...!

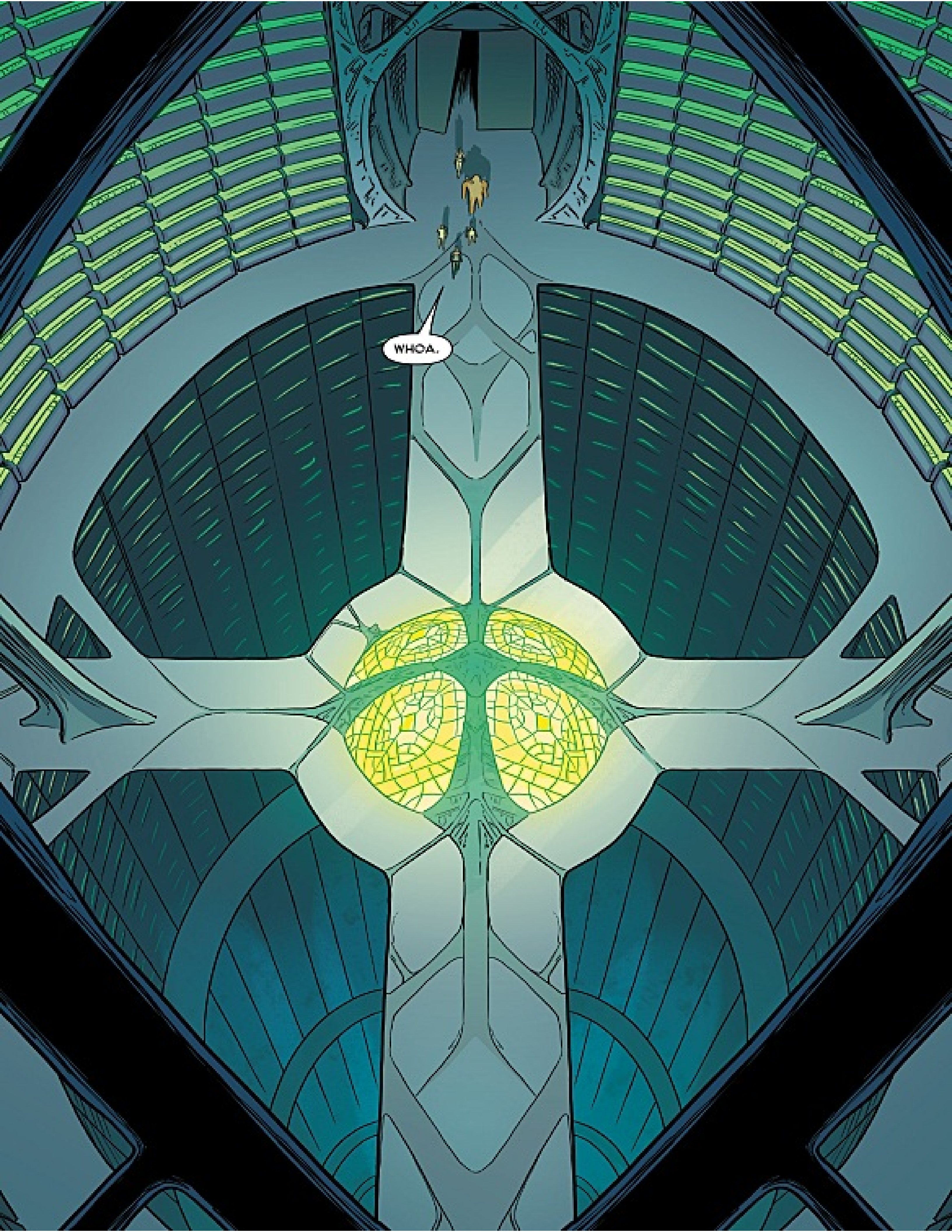

SPLATTT!
HATE THIS KIND OF MOVIE.
IS THIS WHAT YOU WERE READING, AURORA?
IT WOULD APPEAR SO, CAPTAIN.
THIS IS UNBELIEVABLE! HOW DID THEY SURVIVE SO LONG? I'M KEEPING SOME FOR RESEARCH.
KAWASAKI GOT A PET OUT THE DEAL, SO I'D SAY THIS MISSION WAS A SUCCESS.
CLEAN UP AND MOVE OUT. PUCK, QUARANTINE THIS PLACE LATER.
ON IT.


ALPHA FLIGHT SPACE STATION. CARGO HOLD 7.
UH, COMMANDER BRAND...DID YOU HEAR ME?
YEP.
BUT TELL ME AGAIN JUST TO BE SURE.
THE ERIDANI DELEGATION IS DEMANDING TO BE RELEASED. AND TO BE APPOINTED COUNSEL.
AND... THEY DON'T LIKE OUR FOOD.
THIS SHOWS UP ON OUR DOORSTEP. ON A STATION IN THE SHAPE OF A HALA STAR. UNDER THE COMMAND OF A WOMAN WITH A HALA STAR ON HER CHEST.
DON'T TELL ME THAT'S A COINCIDENCE.
THE ERIDANI AMBASSADOR IS DEMANDING A MEETING. THEY'RE CONVENING AN EMERGENCY SESSION OF THE INTERGALACTIC COUNCIL. AND THE PRESIDENT CALLED.
TWICE.
TAKE A MESSAGE.
WITH CAPTAIN MARVEL ON A MISSION, THEY'RE ALL DEMANDING TO TALK TO YOU, COMMANDER. WE CAN'T HOLD THEM OFF FOREVER.
I SUPPOSE YOU'RE RIGHT, ENSIGN.
CONGRATULATIONS. YOU'VE BEEN APPOINTED ACTING COUNSEL TO THE ERIDANI. LET'S SEE IF THEY CAN GIVE US SOME ANSWERS.

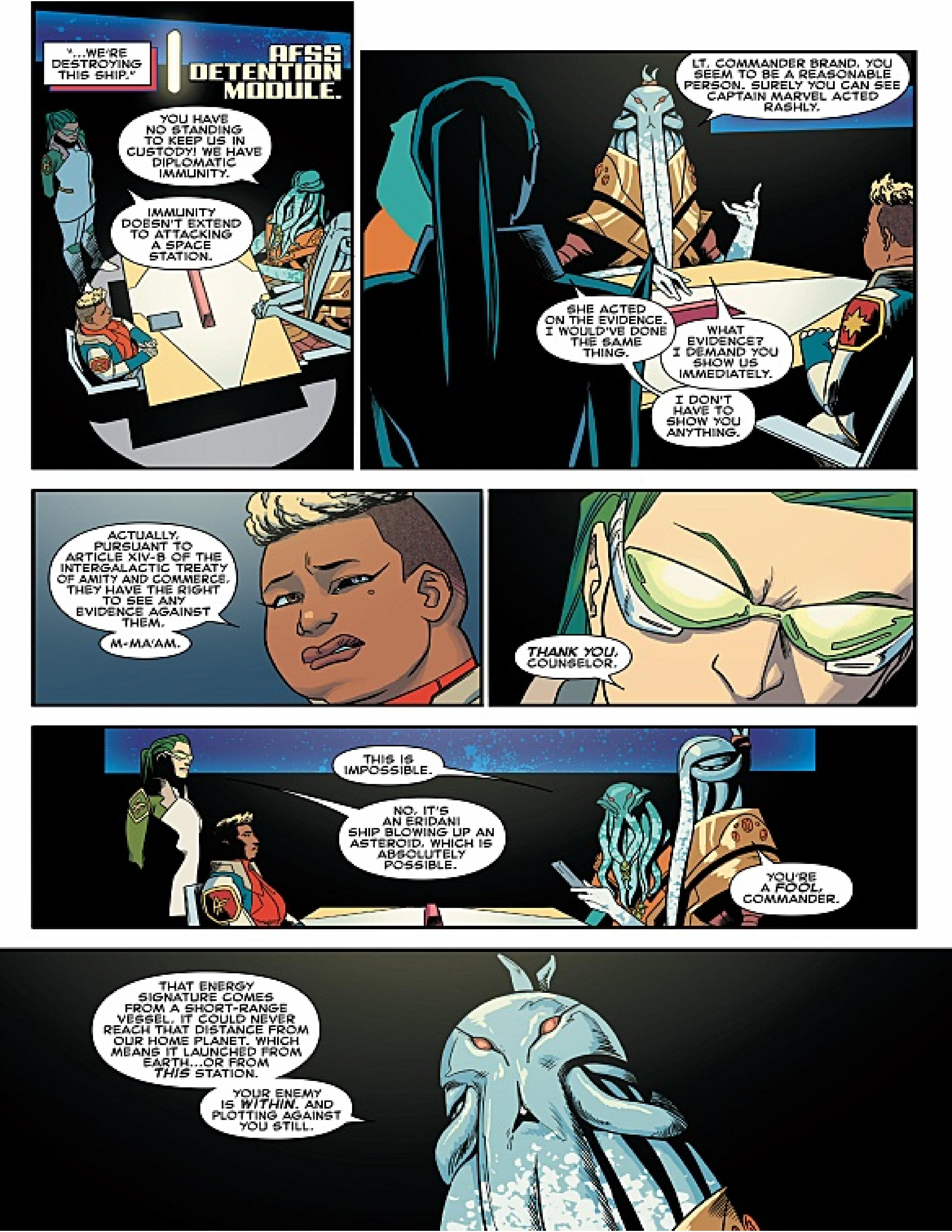


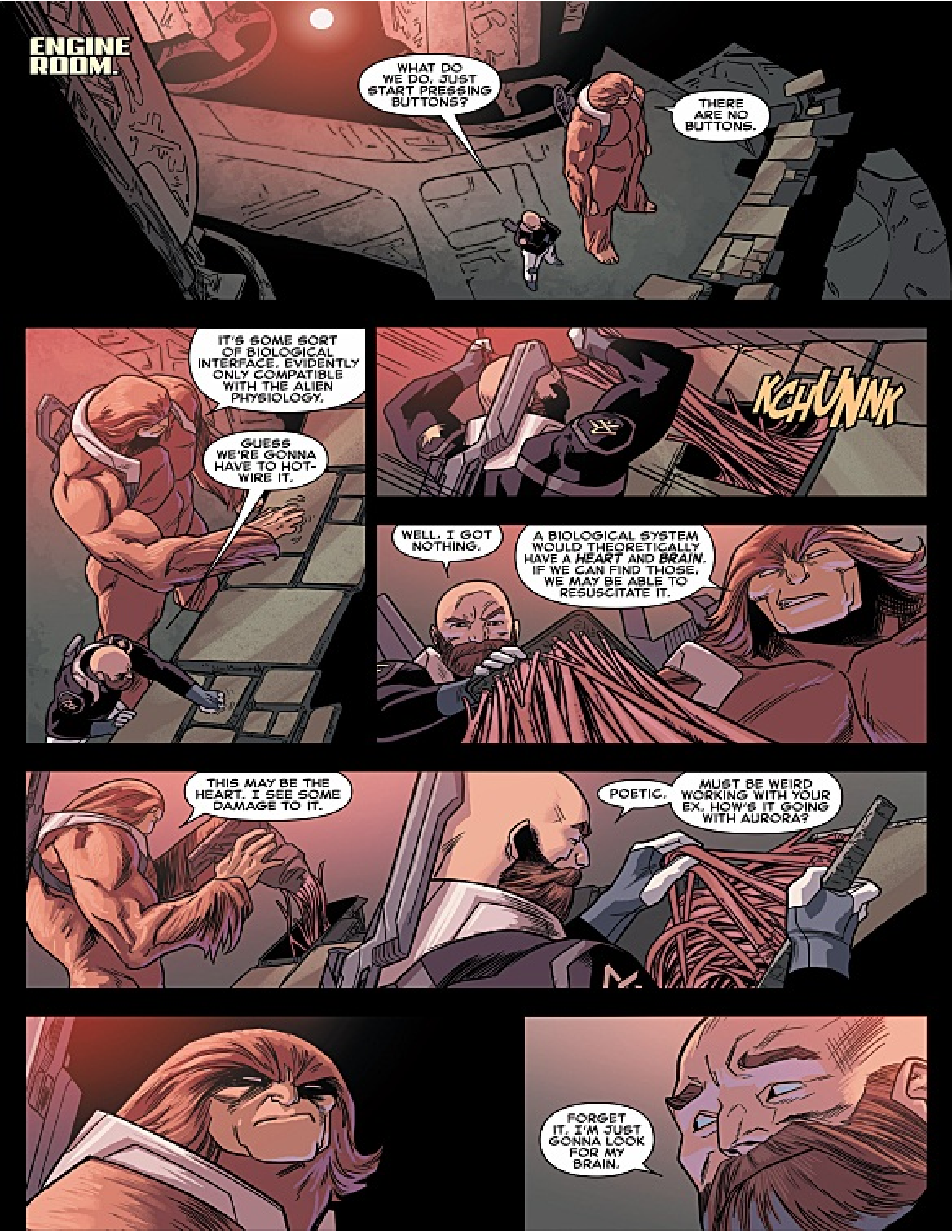
YOU ARE PULLING TOO HARD!
STAY STILL. THE MUCUS IS ADHERING TO YOUR FUR.
UH...I DON'T THINK I'M THE ONE TO GROOM THIS PARTICULAR AREA.
I FEEL LIKE THE ONLY SOLUTION IS TO SHAVE HIM BALD.
WHY DO YOU THINK I CUT MY HAIR?
CHECK THIS OUT.
TEN DECKS. THIS LOOKS LIKE THE BRIDGE. ENGINE ROOM IS OVER HERE. AURORA, ANY LUCK DECIPHERING THIS LANGUAGE?
NOTHING LIKE IT IN OUR DATABASE. IT SEEMS LOGO-GRAPHIC. LIKE HIEROGLYPHS.
I THINK YOU'RE CLEAN.
THANK YOU.
YOU CAN LET GO OF MY HAND.
HEY, LOOK AT THIS.
THERE'S LIGHT DOWN THERE.


IF THIS IS ANOTHER GREENHOUSE I'M GOING HOME.
AURORA?
NO MOVEMENT AS FAR AS I CAN TELL. THE ROOM APPEARS TO HAVE ITS OWN ENERGY SOURCE.
KRUNCH
THAT'S A BAD OMEN.
IT'S DEAD, EUGENE.
SEEMS LIKE A GOOD OMEN TO ME.
Skreeeeeetch


WHOA.


GOOD NEWS. FOUND THE CREW.
STASIS PODS... ARE THEY FUNCTIONING?
I DON'T THINK SO.
THEY APPEAR TO HAVE ALL MALFUNCTIONED.
I WOULD GUESS THEY'VE BEEN DEAD AT LEAST 50 YEARS.
WHICH MEANS THIS SHIP HAS BEEN PILOTING ITSELF FOR AT LEAST THAT LONG.
SOME TYPE OF FUSION REACTOR, MAYBE. THIS RACE MUST'VE BEEN INCREDIBLY ADVANCED. I'M SORRY THEY'RE ALL DEAD.
SOMETHING TELLS ME WE'RE *LUCKY* THEY ARE.
PUCK, SASQUATCH, FIND THE ENGINE ROOM AND GET SYSTEMS UP. WENDY, AURORA, COME WITH ME TO THE BRIDGE.
GATHER ANY INFORMATION YOU CAN. BECAUSE WHEN WE'RE DONE...


"...WE'RE DESTROYING THIS SHIP."
AFSS DETENTION MODULE.
YOU HAVE NO STANDING TO KEEP US IN CUSTODY! WE HAVE DIPLOMATIC IMMUNITY.
IMMUNITY DOESN'T EXTEND TO ATTACKING A SPACE STATION.
LT. COMMANDER BRAND. YOU SEEM TO BE A REASONABLE PERSON. SURELY YOU CAN SEE CAPTAIN MARVEL ACTED RASHLY.
SHE ACTED ON THE EVIDENCE. I WOULD'VE DONE THE SAME THING.
WHAT EVIDENCE? I DEMAND YOU SHOW US IMMEDIATELY.
I DON'T HAVE TO SHOW YOU ANYTHING.
ACTUALLY, PURSUANT TO ARTICLE XIV-B OF THE INTERGALACTIC TREATY OF AMITY AND COMMERCE, THEY HAVE THE RIGHT TO SEE ANY EVIDENCE AGAINST THEM.
M-MA'AM.
THANK YOU, COUNSELOR.
THIS IS IMPOSSIBLE.
NO, IT'S AN ERIDANI SHIP BLOWING UP AN ASTEROID. WHICH IS ABSOLUTELY POSSIBLE.
YOU'RE A FOOL, COMMANDER.
THAT ENERGY SIGNATURE COMES FROM A SHORT-RANGE VESSEL. IT COULD NEVER REACH THAT DISTANCE FROM OUR HOME PLANET. WHICH MEANS IT LAUNCHED FROM EARTH...OR FROM THIS STATION.
YOUR ENEMY IS WITHIN, AND PLOTTING AGAINST YOU STILL.

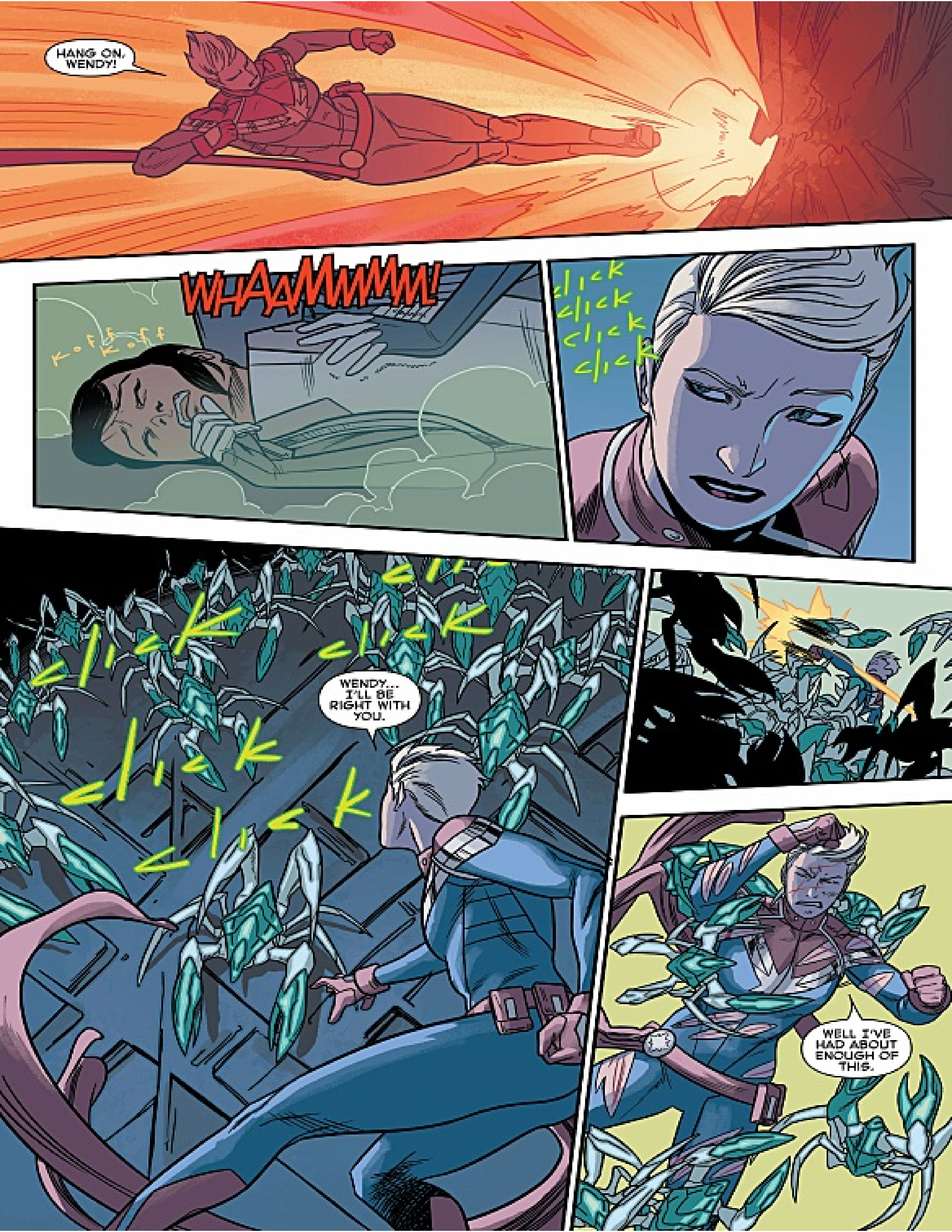

ENGINE ROOM.
WHAT DO WE DO, JUST START PRESSING BUTTONS?
THERE ARE NO BUTTONS.
IT'S SOME SORT OF BIOLOGICAL INTERFACE. EVIDENTLY ONLY COMPATIBLE WITH THE ALIEN PHYSIOLOGY.
GUESS WE'RE GONNA HAVE TO HOT-WIRE IT.
KCHUNNK
WELL, I GOT NOTHING.
A BIOLOGICAL SYSTEM WOULD THEORETICALLY HAVE A *HEART* AND *BRAIN*. IF WE CAN FIND THOSE, WE MAY BE ABLE TO RESUSCITATE IT.
THIS MAY BE THE HEART. I SEE SOME DAMAGE TO IT.
POETIC.
MUST BE WEIRD WORKING WITH YOUR EX. HOW'S IT GOING WITH AURORA?
FORGET IT. I'M JUST GONNA LOOK FOR MY BRAIN.


I DON'T EVEN KNOW WHERE TO BEGIN. HOW DO YOU PILOT THIS THING?
ALL THE CIRCUITS TERMINATE IN THAT AREA. THAT MAY BE THE BEST WAY TO ACCESS THE CENTRAL DATABASE.
NICE JOB, GUYS.
ALL WALTER. HE GAVE THE SHIP MOUTH-TO-MOUTH. KIND OF GROSS, ACTUALLY.
I'VE LINKED UP TO THE SHIP'S COMPUTER. I THINK.
THERE IS A TON OF INFORMATION. I DON'T KNOW IF I'VE GOT ENOUGH MEMORY FOR ALL OF IT.
SHRMMM
WHOA! WHAT IS THAT?
SHRMMM
WE'RE BEING SCANNED. SHUT DOWN THE LINK, WENDY.
TRYING TO!
UH, CAP? WE JUST GOT VIOLATED BY A GREEN LIGHT BEAM.


EVERYBODY OFF THE SHIP! NOW!
BLAST DOORS JUST DROPPED!
THNKK
SHUNK
HIT THE DECK!
KZZZK
KZZZK
FUCK. WHAT'S HAPPENING?
KZZZK
UNDER HEAVY FIRE DOWN HERE!
WE'RE ON OUR WAY.
WENDY, DISCONNECT!
ALMOST GOT IT!
THAT'S AN ORDER, KAWASAKI!
THNKK
CAPTAIN!
AURORA, GO!


GOT IT!
THNNKK
OH... NO!
WENDY!
WHAM
OOF.
CAROL... CAN'T BREATHE... SOME KIND OF GAS...
WENDY, ACTIVATE YOUR E.M.U. HELMET!
WENDY!

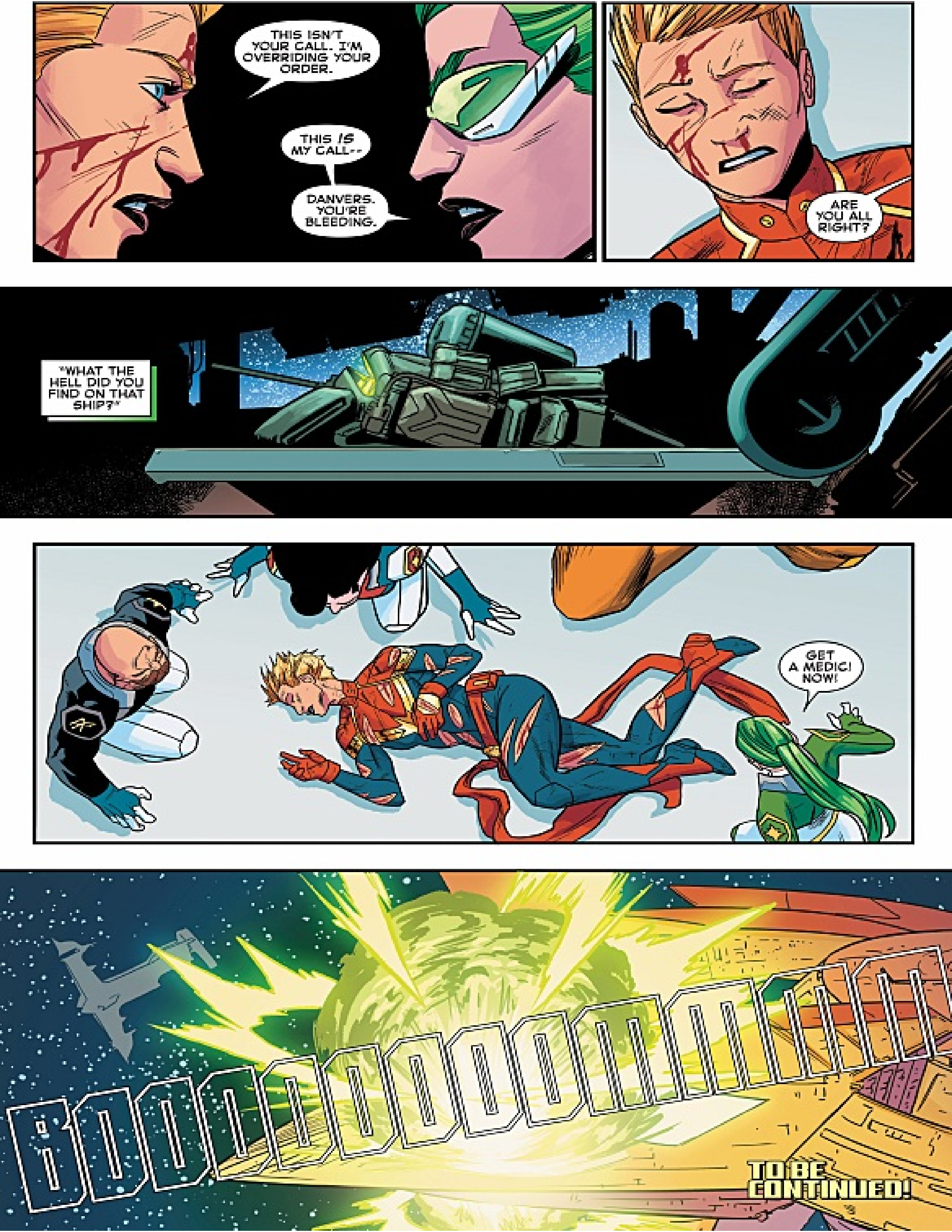

ANY TIME YOU WANNA GET US OUTTA HERE WOULD BE GREAT, SASQUATCH.
CUT THE POWER!
BUT YOU WORKED SO HARD RESTORING IT.
KREAAAK
FZZZTT!
PUCK!
BOOM
IF ANYBODY IS IN THIS CORRIDOR, CLOSE YOUR EYES.


HANG ON, WENDY!
WHAAMMMM!
koff koff
click click click click
click click click click
WENDY... I'LL BE RIGHT WITH YOU.
WELL I'VE HAD ABOUT ENOUGH OF THIS.



ERRGH!
KZZT
KSSHT!
KZZT
KZZT
BAM
WENDY! WAKE UP. COME ON. YOU'VE GOTTA SEE THESE WEIRD SPIDER THINGS.
WENDY...?
COUGH I DON'T *COUGH* LIKE THIS SHIP ANYMORE.
CAPTAIN, WHAT IS YOUR STATUS?
WHATEVER YOU DID KILLED THE POWER, SASQUATCH. WE'RE OKAY.
AURORA GETS THE CREDIT FOR THAT.
AND FOR BLINDING ME, SO THAT'S COOL.
WE'RE GETTING THE HELL OUT OF HERE.
NAH, LET'S STAY FOREVER.


WHAT HE HECK HAPPENED?
THE SHIP TRIED TO EAT US. TAKE THE SAMPLES WE GATHERED DOWN TO THE LAB.
I CAN DO IT...
YOU CAN BARELY WALK. GET TO THE INFIRMARY. THE SCIENCE CAN WAIT.
WHAT ABOUT YOU?
I HEAL QUICKLY.
USUALLY.
LIEUTENANT KAWASAKI.
WE'RE TAKING YOU INTO CUSTODY.
WHAT?!
EITHER OF YOU TOUCH HER, YOU'RE *DEAD*.
THE SATELLITE IMAGERY OF THE ERIDANI SHIP WAS FABRICATED, CAROL.
WE'RE TAKING HER TO THE DETENTION MODULE FOR QUESTIONING.
WAIT...I DON'T UNDERSTAND...
ARE YOU OUT OF YOUR *MIND?* DO YOU KNOW WHAT SHE JUST WENT THROUGH ON THAT SHIP?
SIR. WENDY'S SQUARED AWAY. SHE DIDN'T FABRICATE ANYTHING.


THIS ISN'T YOUR CALL. I'M OVERRIDING YOUR ORDER.
THIS *IS* MY CALL--
DANVERS. YOU'RE BLEEDING.
ARE YOU ALL RIGHT?
"WHAT THE HELL DID YOU FIND ON THAT SHIP?"
GET A MEDIC! NOW!
BOOOOOOOOMMMM
TO BE CONTINUED!


YOU WANT TO KNOW
WHAT HAPPENS NEXT?
DON'T MISS
CAPTAIN MARVEL
#3